



# 28TH ANNUAL REPORT

2014-2015



MOONGIPA CAPITAL FINANCE LIMITED

ENDURING VALUES NEW AGE THINKING

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## BOARD OF DIRECTORS

1. SH. SANJAY JAIN
2. SH. SHYAM KUMAR SHARMA
3. SH. SHAMEEM ALAM
4. MS. PREETI SRIVASTAVA

## AUDITORS

M/S SAXENA & SAXENA  
Chartered Accountants  
603-604, New Delhi House, 27, Barakhamba Road,  
New Delhi - 110 001

## REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,  
Karol Bagh  
New Delhi-110 005  
Tel No. 011-41450121, Fax: 011-41450122  
E-mail ID-moongipac@gmail.com,  
Website: www.mongipa.com  
CIN: L65993DL1987PLC028669

## COMPLIANCE OFFICER

SH. SANJAY JAIN

## SHARE TRANSFER AGENT

M/S SKY LINE FINANCIAL SERVICES PVT. LTD.  
D-153/A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi-110020.

## CONTENTS

	Page No.
• Notice	2-5
• Road Map	6
• Director's Report	7-9
• Corporate Governance Report	20-23
• Independent Auditor's Report	24-25
• Balance Sheet	26
• Profit & Loss Account	26
• Notes to Accounts	27-30
• Significant Accounting Policies	30-31
• Cash Flow Statement	34



**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 28th Annual General Meeting of the members of MOONGIPA CAPITAL FINANCE LIMITED will be held on Thursday, the 24th September, 2015 at 10.00 A.M. at Rajhans Banquet Hall, Near BSP office, Qutab Garh, Delhi-110039 to transact the following business.

**ORDINARY BUSINESS**

1. To Receive, Consider, and Adopt the Audited Balance Sheet of the company as at 31st March 2015 and the statement of Profit & Loss Account for the year ended on that date and alongwith Report of the Board of Directors and Auditors thereon.
2. To appoint director in place of Sh. Shyam Kumar Sharma (DIN: 00097065), who retires by rotation at this AGM as per the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s Saxena & Saxena, Chartered Accountants(FRN: 006103N) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 27th Annual General Meeting held on 4th September 2014 and to authorise the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

4. **APPOINTMENT OF MS PREETI SRIVASTAVA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of section 149, 150, 152,161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Preeti Srivastava (DIN : 07035595), who was appointed as an Additional Director w.e.f. 08/12/2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 07th December, 2019, whose period of office shall not be liable to retire by rotation."

5. **APPOINTMENT OF MR. SHAMEEM ALAM AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if, thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of section 149,150, 152,161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shameem Alam (DIN : 07139831), who was appointed as an Additional Director w.e.f. 28/03/2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the

Company to hold office for 5 consecutive years for a term up to 27th March, 2020, whose period of office shall not be liable to retire by rotation."

6. **REVISION IN SALARY OF MRS. POOJA JAIN, RELATIVE OF DIRECTORS HOLDING OFFICE OR PLACE OF PROFIT.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, consent of the company be and is hereby accorded for increase in remuneration of Mrs. Pooja Jain, a relative of Mr. Sanjay Jain (DIN: 00096938), Director of the company to hold an office or place of profit in the Company from existing Rs.24,000/- per month to Rs. 30,000/- per month effective from 1st October, 2015 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Remuneration committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modification as the Board may deem fit and agreed to by Mrs. Pooja Jain.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

**By order of the Board**

Place : New Delhi  
Date : 30-05- 2015

(Sanjay Jain)  
Director  
DIN: 00096938

**NOTES:**

1. The relevant statement to be annexed to the notice pursuant to Section 102(1) of the Companies Act, 2013, which set out details relating to Special Business at Item No. 4 to 6 and of the notice set out above are annexed hereto and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 18/14, W.E.A PUSA LANE, KAROL BAGH, NEW DELHI -110005, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. All documents referred to in the accompanying Notice are open for inspection at the Registered office of the company during the office hours on all working days between 11.00 A.M. to 1.00 P.M. before the date of Annual General Meeting.
5. The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).
6. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of



general meeting, director's report, auditor's report, audited financial statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.

7. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
8. The Register of Members shall remain closed from Friday, 18<sup>th</sup> September, 2015 to Thursday 24<sup>th</sup> September, 2015. (Both days inclusive)
9. Shareholders seeking any information and having any query with regard to accounts are requested to write the company early to enable the Management to keep the information ready.
10. Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
11. THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
12. Details of Directors seeking re-appointment/appointment in the ensuing Annual General Meeting pursuant to Clause 49 of the Listing agreement.

Name of the Director	Mr. Shyam Kumar Sharma	Mrs. Preeti Srivastava	Mr. Shameem Alam
Date of Birth	02-01-1983	01-12-1982	07-10-1972
Qualification	Matriculation	Diploma in Education	Graduate & L.L.B
Profile/Expertise in Specific functional	Expert in Finance, administration	She has wide experience in Education & Social areas	Practicing Advocate
List of other Companies in which Directorship held as on 31-3-2015	Nil	Moongipa Securities LTd. & Divinus Fabrics Limited	Nil
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2015.	Nil	Nil	Nil
Share holding as on 31 <sup>st</sup> March, 2015.	2.84%	Nil	Nil

13. In compliance with provisions of section 108 of the Companies Act, 2013 and Rules of the Companies (Management & Administration) Rules, 2014. The company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 28th Annual General Meeting of the company dated 30th May 2015 (the AGM Notice). The company has appointed M/s. Anjali Yadav & Associates, Practicing Company Secretaries

as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on Thursday September 17, 2015. The instructions for E-voting are as under:

**The 'Step by Step' procedure and instructions for casting your vote electronically are as under:**

- (i) The e-voting period begins on Monday 21st September, 2015 (9:00 A.M) and ends on Wednesday 23rd September, 2015(5:00 P.M). during this period shareholders of the Company, holding shares in physical form or in dematerialised form, as at the cut-off date Thursday 17th September, 2015, may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Thursday 17th September, 2015, may obtain the login ID and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after Wednesday 23rd September, 2015 (5:00 P.M).  
Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "MOONGIPA CAPITAL FINANCE LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field which is printed on postal ballot/attendance slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Moongipa Capital Finance Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for non-individual shareholders and custodians
- Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQS") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
14. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company.
15. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
16. M/s. Anjali Yadav & Associates Practicing Company Secretaries have been appointed as the Scrutinizers for conducting the remote e-voting, Ballot form and the voting process through polling paper at the AGM in a fair and transparent manner.

17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website ([www.moongipa.com](http://www.moongipa.com)) and on the website of CDSL and shall also be communicated to the BSE Limited.

#### EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013.

##### ITEM 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Ms. Preeti Srivastava as an Additional Director with effect from 8th December 2014.

Ms. Preeti Srivastava (DIN: 07035595) has Diploma in Education. She has wide experience in Education & Social areas.

The other details of Ms. Preeti Srivastava in terms of Clause 49 of the Listing Agreements are mentioned in Corporate Governance Report. Copy of the draft letter for appointment of Ms. Preeti Srivastava as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company.

In terms of the provisions of Section 161(l) of the Companies Act, 2013 read with Articles of the Company, Ms. Preeti Srivastava holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Ms. Preeti Srivastava as a Director. Ms. Preeti Srivastava is not holding any shares of the company.

In the opinion of the Board, Ms. Preeti Srivastava fulfils the conditions specified in the Companies Act 2013 and rules made thereunder for her appointment as an Independent Director of the Company.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be great value to the company and hence recommends the Resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Ms. Preeti Srivastava, has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of the Notice.

##### ITEM 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee had appointed Mr. Shameem Alam as an Additional Director with effect from 28th March 2015.

Mr. Shameem Alam (DIN: 07139831) is a Graduate and L.L.B. He is a Practicing Advocate.

The other details of Mr. Shameem Alam in terms of Clause 49 of the Listing Agreements are mentioned in Corporate Governance Report. Copy of the draft letter for appointment of Mr. Shameem Alam as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company.

In terms of the provisions of Section 161(l) of the Companies Act, 2013 read with Articles of the Company, Mr. Shameem Alam holds office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act 2013 along with the amount of requisite deposit from the member signifying the intention to propose the appointment of Mr. Shameem Alam as a Director. Mr. Shameem Alam is not holding any shares of the company.

In the opinion of the Board, Mr. Shameem Alam fulfils the conditions specified in the Companies Act 2013 and rules made thereunder for his appointment as an Independent Director of the Company.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be great value to the company and hence



recommends the Resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Shameem Alam, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of the Notice.

**ITEM 6**

Mrs. Pooja Jain is a Post Graduate. She is good in administration and looking after the Human resources also. The remuneration committee reviewed her remuneration and recommended to the Board of Directors to increase the remuneration from Rs. 24,000/- per month to Rs. 30,000/- per month w.e.f. 1st October, 2015. None of the directors except Mr. Sanjay Jain (DIN: 00096938) being spouse of her is interested in this resolution.

Perquisites :- In addition to the salary, shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house

rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and her family, personal accident insurance, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 6,00,000/- per month.

**By order of the Board**

Place : New Delhi  
Date : 30-05-2015

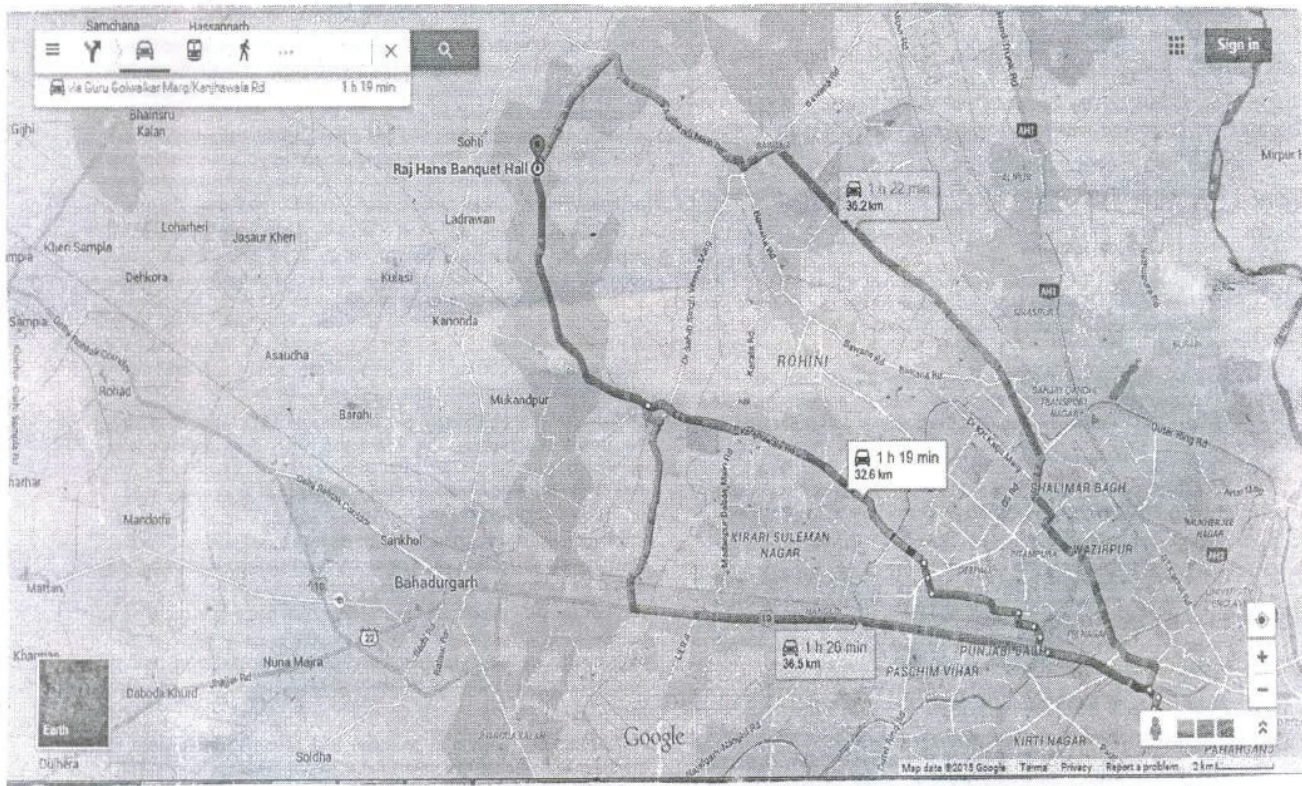
Sanjay Jain  
Director  
DIN: 00096938



### Route Map to Venue of Annual General Meeting

**Raj Hans Banquet Hall, (Near BSP office)**

**Qutab Garh, Delhi-110039.**



**DIRECTORS' REPORT**

To the members,

Your directors take pleasure in presenting the 28th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2015.

**FINANCIAL HIGHLIGHTS**

The highlights of your company's financial results for the financial year under review are summarized below:

	(₹ in Lacs) Year Ended 31.03.2015	(₹ in Lacs) Year Ended 31.03.2014
Gross Income	65.77	54.15
Less : Interest & Finance Charges	2.14	2.62
Less : Personnel & Admn. Charges	56.27	53.27
Less: Depreciation	2.30	1.71
Less : Provision for Taxes	2.65	1.06
Net Profit/(Loss) for the year	2.41	(4.52)

**DIVIDEND**

To conserve the resources the Directors have not recommended any dividend for the year ended 31.03.2015.

**PERFORMANCE REVIEW**

During the year under review, revenue account shows profit of ₹ 2.41 lakhs as against the loss of ₹ 4.52 lakhs in the last financial year. However the directors are confident and hopeful to earn more revenue in current year.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

There is no change in the nature of the business during the year.

**RBI PRUDENTIAL NORMS**

Your Company continues to comply with all the guidelines issued by Reserve Bank of India, to the extent as applicable to the Company.

**BUSINESS PROSPECTS**

As the demand for financial services is a derived demand, developments in economic conditions exert a significant influence on the business of financial sector. Your Company strives to continually understand the implication to its business of the various changes, as also the impact of altered economic policies and international developments.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The report on Management Discussion and Analysis as required under the Listing Agreement is enclosed to this report. Certain statements in that section may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook. Report is annexed herewith as Annexure-A.

**PUBLIC DEPOSITS**

Your company has not invited or accepted any deposits either from the public or from the shareholders of the Company, during the period under reviews and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

**TRANSFER OF RESERVES**

Your Company has not transferred any sum to the General reserves.

**SHARE CAPITAL**

Paid up Share Capital of Company is 3054800 equity shares of Rs. 10/- each. There is no change in the authorized, issued, subscribed and paid up share capital of the Company during the period under review.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The particulars of loans, guarantees or investments of Companies Act, 2013 is not applicable.

**DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONS WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR**

Mr. Shyam Kumar Sharma DIN: (00097065), director of your company, retires by rotation and being eligible offers himself for reappointment.

Ms. Soumya Aggarwal (06979661) was appointed as an additional director of the Company on 1<sup>st</sup> October, 2014.

Ms. Preeti Srivastava (07035595) was appointed as an additional director of the Company on 8<sup>th</sup> December 2014, The Company has received a notice in writing from a member signifying her intention to propose the candidature of Ms. Preeti Srivastava for the office of director in terms of Section 160 and other applicable provisions of the Companies Act, 2013. She is being appointed as director shall not liable to retire by rotation. Ms. Preeti Srivastava is to be appointed as an Independent director for a term of 5 consecutive years.

Mr. Shameem Alam (07139831) was appointed as an additional director of the Company on 28<sup>th</sup> March 2015, The Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Shameem Alam for the office of director in terms of Section 160 and other applicable provisions of the Companies Act, 2013. He is being appointed as director shall not liable to retire by rotation. Mr. Shameem Alam is to be appointed as an Independent director for a term of 5 consecutive years.

Mrs. Jyoti Mehta (06859880) has resigned on 1<sup>st</sup> October, 2014 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

Ms. Soumya Aggarwal (06979661) has resigned on 8<sup>th</sup> December 2014 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

Mr. Sanjeev Jain (00450911) has resigned on 28<sup>th</sup> March 2015 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

**Meetings**

A Calendar of Meetings is prepared and circulated in advance to the Directors. During the year total 8 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Independent Directors namely, Mr. Shameem Alam (DIN: 07139831) & Mrs. Preeti Srivastava (DIN: 07035595) have given there declarations that they meet the criteria requirements under section 149(6) of the Companies Act, 2013.





**DETAILS OF POLICIES**

**I. Nomination and Remuneration Policy**

The Board has, on the recommendation of the nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Company's Remuneration Policy is available on the Company's website [www.moongipa.com](http://www.moongipa.com) and the same is attached herewith as Annexure-B.

**II. Risk Management Policy**

Business Risk evaluation and Management is an ongoing process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

At present the company has not identified any element of risk which may threaten the business (or) existence of the Company.

**III. Whistle Blower Policy – Vigil Mechanism**

Your Company has formulated a Vigil Mechanism Policy with a view to provide a mechanism for employees and directors of the Company to approach the Chairman of the Audit Committee to ensure adequate safeguards against victimization. This policy would help to create an environment wherein individuals feel free and secure to raise an alarm, whenever any fraudulent activity takes place or is likely to take place. It will also ensure that complainant(s) are protected from retribution, whether within or outside the organization. The detail of establishment of the Vigil Mechanism Policy is available on the Company's website [www.moongipa.com](http://www.moongipa.com) and the same is attached herewith as Annexure-C.

**CORPORATE GOVERNANCE**

Your Company's philosophy on Corporate Governance envisages the highest level of transparency, accountability and equity in all facets of its operations as well as in all interactions with its stakeholders including shareholders, Lenders and regulatory Authorities. Your Company has also implemented several best corporate governance, code of conduct and ethics. As per clause 49 of the listing agreement with the Stock Exchanges, a separate section of Corporate Governance report together with the certificate from the Company's Auditors confirming compliance is annexed with this report.

**AUDITORS**

**a) Statutory Auditors:**

In compliance with the Companies (Audit & Auditors) Rules, 2014, M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number-006103N), the Statutory Auditors of the company pursuant to the requirement of Section 139 of the Companies Act, 2013 the appointment of Statutory Auditors is to be ratified by the members at every Annual General Meeting. Members are requested to ratify their appointment for the F.Y. 2015-16 to authorized the Board of Directors to fix their remuneration.

**b) Internal Auditors:**

The Company has appointed M/s R. Mahajan & Associates (Firm Registration Number-0011348N), Chartered Accountants as its Internal Auditors to carry out the Internal Audit of various operational areas of the Company.

**c) Secretarial Auditors:**

As per provisions of section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s S. Aggarwal &

Associates, Practicing Company Secretaries (Membership Number-FCS6156 & C.P. No.-8989) as Secretarial Auditors of the Company.

The Secretarial audit report received in form MR-3 from the Secretarial Auditors is annexed to this report marked as Annexure D and forming part of this report.

**AUDITORS REPORT**

The company has only few employees and the provision for gratuity has been made on the estimated basis but not on actuarial basis as required by AS-15 on employee benefits.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory & therefore do not call for any further comments.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE INCOME/OUTFLOW**

Additional information on conservation of energy, technology absorption as required under Sec.134(3)(m) of the Companies Act, 2013 is not applicable, as the company is a Non-Manufacturing Company. During the year under review, there has been no foreign exchange Income/Out flow.

**RELATED PARTY TRANSACTIONS**

Details of related party transaction during the financial year ending 31-03-2015, being at arm's length have been reported in the financial statements and forming part of this report.

**MANAGERIAL REMUNERATION**

The details of employees/managerial persons remuneration as required to be given U/s 197 of the Companies Act, 2013 read along with Rule 5(2) of the Companies (Appointment and remuneration of Managerial Personnel). Rule 2014 as applicable is attached herewith as Annexure-E.

**DETAILS OF PECUNIARY RELATIONSHIPS OR TRANSACTIONS OF THE NON EXECUTIVE INDEPENDENT DIRECTOR VIS-À-VIS THE COMPANY.**

There is no pecuniary relationships or transactions of the non executive independent director vis-à-vis the company for the period ending 31.03.2015.

**BOARD'S EVALUATION**

Pursuant to the provisions of the Companies Act,2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

While independent directors in their separate meeting have carried out to assess the performance of Chairman and other Directors of the Board more particularly about their business acumen and contribution to the Company, the performance evaluation of the Independent Directors was carried out by the entire Board.

The Independent Directors expressed their satisfaction with the evaluation process, functioning such as adequacy of the composition of the Board of Directors and its Committees, Board culture, execution and performance of duties, obligations, responsibilities and governance.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.



The Internal Audit/Control is exercised through an external auditor namely , M/s Saxena & Saxena Chartered Accountants, New Delhi. The audit observations and corrective action taken thereon are periodically reviewed by the audit committee to ensure effectiveness of the internal audit /control system.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No orders have been passed by the Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - F**

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial period ended 31.03.2015.

**PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration & other details as required U/s 197 read with relevant rule of the Companies (appointment & remuneration of managerial personnel) rule 2014. There is no employee under this category.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (3)(c) of the Companies Act, 2013, the Directors hereby confirm:

- i) That in preparation of annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That they have selected such accounting policies described in the notes to accounts which have been applied them consistently and made judgements and estimates that are responsible and

prudent so as to give a true & fair view of the state of affairs of the company at the end of financial year 2014-15 and the statement of profit & loss of the company for that period.

- iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) We have prepared the annual accounts on a going concern basis.
- v) The directors, had laid down internal financial controls to be followed by the company and the such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Transfer of Amounts to Investor Education and Protection Fund.**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and protection Fund (IEPF).

**LISTING WITH STOCK EXCHANGES**

The Company confirms that it has paid the Annual Listing Fees for the financial year 2015-2016 to Bombay Stock Exchange where the Company's Shares are listed.

**ACKNOWLEDGEMENT**

Your directors would like to express their appreciation and gratitude to the company's Business Associates, Bankers, valued clients, Association of Leasing & Finance companies, Government agencies as well as shareholders.

Your directors also take the opportunity to place on record, their deep sense of appreciation of the devoted and dedicated services provided by the employees at all levels, and also their contribution towards company's continuing success.

For & On behalf of the Board

Sanjay Jain  
Chairman

Place: New Delhi  
Date: 30<sup>th</sup> May 2015



## ANNEXURE-A

MANAGEMENT DISCUSSION AND ANALYSIS**1. Industry Trends and Business Analysis**

The activities of Finance and investment Companies in India have undergone qualitative changes over the years. They have become prominent in a wide range of activities. By now, their role as effective financial intermediaries has been well recognized as they have inherent ability to take inherent decisions, assume greater risks, apply innovative marketing strategies and customize their products and services according to the needs of the clients. In order to have a healthy financial and investment sectors in a country like ours, there has to be a sustainable marriage between the primary lending institutions (Banks and FIs) and the intermediaries so that both of them stick to their core competencies and not to compete with other unnecessarily.

**2. Opportunities, Threats & Outlook**

As the demand for financial services is a derived demand, developments in the industrial sector exert a significant influence on the business of financial sector. Your company strives to continually understand the implication to its business of the various changes, as also effect of altered economic policies and international developments.

**3. Risk and Concerns**

There are a lot of uncertainties on the interest front in the economy and there is the likelihood of the hardening of interest and the said situation may create a lot of turmoil in the market.

**4. Internal control system and their adequacy**

The company has adequate internal control systems commensurate with the Size of the business duly supplemented with an internal audit to ensure against any unauthorized use or disposition of assets.

The internal controls are periodically reviewed by the Audit Committee to ensure their adequacy and effectiveness.

**5. Human Resources**

Your Company has required manpower to manage its activities keeping in view its emphasis on cost reduction. The Company recognizes the importance of human resources in achieving success in its commercial pursuits and follows a good man management policy.

**6. Share Capital**

During the year, there was no change in the share capital of the company.

**7. Cautionary statement**

Statements in this "Management Discussion and Analysis Report" describing the Company objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and India demand supply conditions, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, and economic developments within India.

## ANNEXURE-B

NOMINATION & REMUNERATION POLICY

The Remuneration Committee of Moongipa Capital Finance Limited ("the Company") consisting of Two Independent Directors in order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

**1. OBJECTIVE**

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.4. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.5. To devise a policy on Board diversity.
- 1.6. To develop a succession plan for the Board and to regularly review the plan.

**2. DEFINITION**

- 2.1. "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. "Board" means Board of Directors of the Company.
- 2.3. "Directors" mean Directors of the Company.
- 2.4. "Key Managerial Personnel" means
  - (i) the Chief Executive Officer or the managing director or the manager;
  - (ii) the company secretary;
  - (iii) the whole-time director;
  - (iv) the Chief Financial Officer; and
  - (v) such other officer as may be prescribed;
- 2.5. "Senior Management" means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.



### 3. ROLE OF COMMITTEE

#### 3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### 3.2. Policy for appointment and removal of Director, KMP and Senior Management.

##### 3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

##### 3.2.2. Term / Tenure

###### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time.

No re-appointment shall be made earlier than one year before the expiry of term.

###### b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of

ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

##### 3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

##### 3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

##### 3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### 3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

##### 3.3.1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

##### 3.3.2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation /commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

### 4. MEMBERSHIP

- a) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- b) Membership of the Committee shall be disclosed in the Annual Report.



c) Term of the Committee shall be continued unless terminated by the Board of Directors.

**5. CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

**7. COMMITTEE MEMBER'S INTERESTS**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

**9. VOTING**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**10. NOMINATION DUTIES**

The duties of the Committee in relation to nomination matters include:

Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;

Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;

Identifying and recommending Directors who are to be put forward for retirement by rotation.

Determining the appropriate size, diversity and composition of the Board;

Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time

including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

Delegating any of its powers to one or more of its members or the Secretary of the Committee;

Recommend any necessary changes to the Board.

Considering any other matters as may be requested by the Board; and

**11. REMUNERATION DUTIES**

The duties of the Committee in relation to remuneration matters include:

To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

To delegate any of its powers to one or more of its members or the Secretary of the Committee.

To consider any other matters as may be requested by the Board; Professional indemnity and liability insurance for Directors and senior management

**12. MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be entered and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**13. REVIEW AND AMENDMENT**

- I. The NRC or the Board may review the Policy as and when it deems necessary.
- II. The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- III. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

**ANNEXURE C**

**WHISTLE BLOWER POLICY (VIGIL MECHANISM)**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a Whistle Blower Policy (Vigil mechanism) wherein the directors and employees are free to report violations of laws, rules, regulations or unethical conduct, actual or suspected fraud or violation of the company's code of conduct or ethics policy to the nodal officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Company will oversee the mechanism through the Audit Committee and no personnel have been denied access to the Audit Committee.



ANNEXURE D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2015

[Pursuant to section 201(1) of the Companies Act 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members of  
Moongipa Capital Finance Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Moongipa Capital Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Moongipa Capital Finance Limited 's books, papers, minute books, forms and returns filled and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit , we hereby report that in our opinion , the Company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place of the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of :

1. The Companies Act 2013(the Act) and the rules made thereunder;
2. The Securities Contracts ( Regulation) Act,1956 ('SCRA')and the rules made thereunder;
3. The Depositories Act 1996 and the Regulations and Byelaws framed thereunder;
4. Foreign Exchange Management Act,1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the company during the Audit period);
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act 1992('SEBI Act'):-
  - a. The Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeovers) Regulations,2011;
  - b. The Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations.2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India ( Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 ( Not Applicable to the Company during the Audit Period);
- f. The Securities and Exchange Board of India (Registrations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ( Not Applicable to the Company during the Audit Period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ( Not Applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (Not Applicable to the Company during the Audit Period).
- b. The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review the Company has complied with the provisions if the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and details notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through. There is no dissenting view of members to capture and record as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules , regulations and guidelines.

We further report that during the audit period there were no instances of :

- a. Public / Right / Preferential issue of shares / debentures / sweat equity.
- b. Redemption / buy- back of securities.
- c. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d. Merger / amalgamation / reconstruction, etc
- e. Foreign technical collaborations.

For S. Aggarwal & Associates  
Company Secretary

Sanjay Agarwal  
Proprietor  
C. P. No.: 8989

Place: New Delhi  
Date: 30-05-2015



ANNEXURE- E

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT,2013 AND RULES OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL REMUNERATION) RULES,2014

1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Mr. Shyam Kumar Sharma (Whole Time Director) 1:0.06									
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. Shyam Kumar Sharma (Whole Time Director) 29.90%									
3	The percentage increase in the median remuneration of employees in the financial year;	8.48%									
4	The number of permanent employees on the rolls of Company;	18 Employees as on March 31, 2015									
5	The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in remuneration of all employees was 8.48% for the FY 2014-15 which was based partly on the results of the Company for the year ended March 31, 2014 and partly on the individual employee's performance.									
6	Comparison of the remuneration of Key Managerial Personnel against the performance of the Company;	Average increase in remuneration of Key managerial Personnel was based partly on the results of the Company for the year ended March 31, 2014 and partly on the individual employee's performance.									
7	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies;	<p>Valuations in Market Capitalisation and PE Ratio is as below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>31.03.2015</th> <th>31.03.2014</th> </tr> </thead> <tbody> <tr> <td>Market Capitalisation (Rs in Lakhs)</td> <td>259.66</td> <td>221.47</td> </tr> <tr> <td>PE Ratio</td> <td>107.59</td> <td>(48.99)</td> </tr> </tbody> </table> <p>The Company was listed and has not come out with an IPO. Hence the details of the same are not applicable.</p>	Particulars	31.03.2015	31.03.2014	Market Capitalisation (Rs in Lakhs)	259.66	221.47	PE Ratio	107.59	(48.99)
Particulars	31.03.2015	31.03.2014									
Market Capitalisation (Rs in Lakhs)	259.66	221.47									
PE Ratio	107.59	(48.99)									
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<ul style="list-style-type: none"> <li>Average Salary increase of non-managerial employees was around 8.48%</li> <li>Average Salary increase of managerial employees was around 29.90%</li> <li>There are no exceptional circumstances for increase in managerial remuneration.</li> </ul>									
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	Average increase in remuneration of Key Managerial Personnel was based partly on the results of the Company for the year ended March 31, 2014 and partly on the individual employee's performance.									
10	The key parameter for any variable component of remuneration availed by the Director;	Only the Whole Time Director is entitled for performance which is based on the individual's performance and Company's performance. Other components of remuneration are not variable during a particular year.									
11	The ration of the remuneration of the highest paid Director to that of the employees who are not Director during the year ;and	The Whole Time Director is the highest paid Director. No employee received remuneration higher than the Managing Director.									
12	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2015 is as per the Remuneration Policy of the Company.									



Annexure F

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993DL1987PLC028669
2.	Registration Date	20.07.1987
3.	Name of the Company	MOONGIPA CAPITAL FINANCE LTD.
4.	Category/Sub-category of the Company	Public Company limited by Shares
5.	Address of the Registered office & contact details	18/14 W.E.A Pusa Lane, Karol Bagh, New Delhi-110005. Telephone: 011-41450121 Email id : <a href="mailto:moongipac@gmail.com">moongipac@gmail.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D153/A 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase 1, New Delhi-110020. Telephone: 011-26812687

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Service activities	Section K Division 64 Group 649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	N.A	N.A.	N.A.

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	1039250	-	1039250	34.02	1039250		1039250	34.02	
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	1039250	-	1039250	34.02	1039250		1039250	34.02	
<b>B. Public Shareholding</b>									
1. Institutions									





Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	1039250	-	1039250	34.02	1039250	1039250	34.02		
<b>2. Non-Institutions</b>									
a) Bodies Corp.	10176	87250	97426	3.19	24788	85650	110438	3.62	0.43
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	131548	1480000	1611548	52.75	124495	1472900	1597395	52.29	-0.46
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	21276	282900	304176	9.96	22325	282900	305225	9.99	0.03
c) Others (specify)	2400	-	2400	0.08	2492		2492	0.08	
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	165400	1850150	2015550	65.98	174100	1841450	2015550	65.98	
Total Public Shareholding (B)=(B)(1)+(B)(2)	165400	1850150	2015550	65.98	174100	1841450	2015550	65.98	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	1204650	1850150	3054800	100	1213350	1841450	3054800	100	

**B) Shareholding of Promoter-**

S. N.	Shareholder's Name	Shareholding at the beginning of the year As on 01-04-2014			Shareholding at the end of the year As on 31-03-2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Suresh Chander Jain	139700	4.57	NIL	139700	4.57	NIL	NIL
2	Suresh Chander Jain & Sons	121700	3.98	NIL	121700	3.98	NIL	NIL
3	Sanjay Jain	257450	8.43	NIL	257450	8.43	NIL	NIL
4	Nirmal Jain	143600	4.70	NIL	143600	4.70	NIL	NIL
5	Ruchi Jain	144550	4.73	NIL	144550	4.73	NIL	NIL
6	Pooja Jain	145500	4.76	NIL	145500	4.76	NIL	NIL
7	Shyam Kumar Sharma	86750	2.84	NIL	86750	2.84	NIL	NIL



C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	N.A.	N.A.	N.A.	N.A.
	At the end of the year	N.A.	N.A.	N.A.	N.A.

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year -1st April 2014./end of the year 31.03.2015		Shareholding at the end of year 31st March,2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vikas Sharma	29700	0.97	29700	0.97
2	Pradeep Vats	29600	0.97	29600	0.97
3	Anil	25100	0.82	25100	0.82
4	R.S.Shares and Securities Limited	25050	0.82	25050	0.82
5	Naraini Devi	25000	0.82	25000	0.82
6	Geeta Devi	25000	0.82	25000	0.82
7	Satish Kumar Dahiya	25000	0.82	25000	0.82
8	Sandeep Kumar	25000	0.82	25000	0.82
9	Vinay Kumar Gupta	21276	0.70	22325	0.73
10	Narain Datt	21700	0.71	21700	0.71

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sanjay Jain	257450	8.43	257450	8.43
2.	Shyam Kumar Sharma	86750	2.84	86750	2.84

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	N.A.	N.A.	N.A.	N.A.
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
<b>Total (i+ii+iii)</b>	N.A.	N.A.	N.A.	N.A.
<b>Change in Indebtedness during the financial year</b>	N.A.	N.A.	N.A.	N.A.
* Addition	N.A.	N.A.	N.A.	N.A.
* Reduction	N.A.	N.A.	N.A.	N.A.
<b>Net Change</b>	N.A.	N.A.	N.A.	N.A.
<b>Indebtedness at the end of the financial year</b>	N.A.	N.A.	N.A.	N.A.
i) Principal Amount	N.A.	N.A.	N.A.	N.A.
ii) Interest due but not paid	N.A.	N.A.	N.A.	N.A.
iii) Interest accrued but not due	N.A.	N.A.	N.A.	N.A.
<b>Total (i+ii+iii)</b>	N.A.	N.A.	N.A.	N.A.



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		—	—	—	—	
1	Gross salary	Shyam Kumar Sharma				265000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	– as % of profit					
	– others, specify...					
5	Others, please specify					
	Total (A)					265000
	Ceiling as per the Act					

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	
1	Independent Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (1)	N.A.	N.A.	N.A.	N.A.	N.A.
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)=(1+2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.	N.A.
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	N.A.	N.A.	N.A.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	– as % of profit	N.A.	N.A.	N.A.	N.A.
	– others, specify...	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.



## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTORS</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

**CEO AND CFO CERTIFICATION**

We, Sanjay Jain and Shyam Kumar Sharma, Directors, responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31<sup>st</sup> March, 2015 are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in internal control over financial reporting during the year under reference;
- There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi:  
30-05-2015

Sanjay Jain  
Director

Shyam Sharma  
Whole-Time Director

**CORPORATE GOVERNANCE REPORT – 2014-15****1. COMPANY'S PHILOSOPHY**

Moongipa Capital Finance Ltd's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aims at a superior level of business ethics, effective supervision and enhancement of shareholder's value.

**2. BOARD OF DIRECTORS****Composition of the Board**

The Board of Directors of the Company consists of six Members.

During the year under review, eight Board Meetings were held on:-  
25th April 2014, 29th May 2014, 31st July 2014, 1st October 2014,  
7th November 2014, 8th December 2014, 5th February 2015 and 28th March 2015.

**The composition of Board of Directors during the year 2014-15 and related informations:**

Director	Category/ Date of Ap- pointment	No. of Board Meetings F. Year 2014-15		Attendance At the AGM Held on 04/09/2014	No. of Outside Director- ship(*)	No. of Outside Committee(s) On which Member Chairman
		Held	Attended			
Sanjay Jain (00096938)	Non- Executive / 18/07/1989	8	8	Yes	1	1
Shyam Kr. Sharma (00097065)	Executive 28/06/2004	8	8	Yes	Nil	Nil
Preeti Srivastava (07035595)	Non- Executive/ Independent 08/12/2014	8	1	No	2	2
Shameem Alam (07139831)	Non- Executive/ Independent 28/03/2015	8	1	No	Nil	Nil
Sanjeev Jain (00450911)	Non- Executive/ Independent 12/12/2005	8	6	No	Nil	Nil
Jyoti Mehta (06859880)	Non- Executive/ Independent 25/04/2014	8	4	Yes	Nil	Nil

- Excluding Directorship in Private, Foreign Companies and Companies which are governed under section 8 of the Companies Act 2013.
- Mr. Mohd. Nasir (DIN: 02703793) resigned on 25/04/2014.
- Mrs. Jyoti Mehta (DIN: 06859880) was appointed as an Independent Additional Director of the Company w.e.f 25/04/2014 & resigned on 01/10/2014.
- Ms. Soumya Aggarwal (DIN: 06979661) was appointed as an Independent Additional Director of the Company w.e.f 01/10/2014 & resigned on 08/12/2014.
- Mr. Sanjeev Jain (DIN: 00450911) resigned on 28/03/2015.

**Separate Meeting of Independent Directors**

In compliance with Clause 49 II(B) of Listing Agreement entered into with the Stock Exchanges, separate meeting of the Independent Directors of the Company was held on February 14, 2015 for reviewing the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the company management and the Board, Majority of Independent Directors were present at the meeting.

**3. CODE OF CONDUCT**

Company's board has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Conduct is available on the Company's website www.moongipa.com. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2014-15. A declaration signed by the Chief Executive Officer (CEO) to this effect is annexed to this report.

**4. PREVENTION OF INSIDER TRADING**

The company has framed a code of conduct for prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 1992. This code is applicable to all directors/officers/designated employees. The code ensures the prevention of dealing in company's shares by persons having access to unpublished price sensitive information.

**5. DISCLOSURES**

- I. There were no materially significant related party transactions that may have potential conflict with the interests of company at large.
- II. There are no non-compliances by the Company on any matter related to capital markets, during the last three years. There were no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- III. The Company has a Whistle Blower policy. No personnel have been denied access to the audit committee.
- IV. The Company has complied with all the mandatory requirements of this clause. With regard to adoption of non mandatory requirements, the non-Executive Chairman has been provided with a Chairman's office at the Company's expense. A remuneration committee has been formed to determine the remuneration of executive directors.
- V. Investor complaints of non-receipt of dividends, non receipt of annual report etc., forwarded by SEBI are periodically resolved and updated into SCORES (SEBI Complaints Redress System) website and no complaints is pending during the year under review.
- VI. Performance Evaluation of Directors, Board and Committees are given in the Directors report.

**6. POSTAL BALLOT**

During the preceding financial year, no resolution was passed through postal ballot and presently no resolution has been proposed to be passed through postal ballot.

**7. COMMITTEE OF THE BOARD**

- Audit Committee
- Stake Holders Relationship Committee
- Remuneration & Compensation Committee

**(a) AUDIT COMMITTEE**

The role and the functions of the Audit Committee are as per the guidelines set out in the listing agreement with the stock exchanges and as per Companies Act 2013. The Committee acts as a link between the statutory auditors and the Board of Directors.

The responsibility of the Audit Committee include the overseeing of the financial reporting process to ensure fairness, adequate disclosures and credibility of financial statements, recommendation of appointment and removal of statutory auditors, review of the adequacy of internal control systems.

**Functions & Terms of Reference**

The term of reference of Audit Committee are as per Listing Agreement with the Stock Exchanges and includes such other functions as may be assigned to it by the Board from time to time. Further, the term of reference of the Audit Committee has been aligned with the requirements of the Companies Act, 2013.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

- Review and monitor the auditor's independence and performance, and effectiveness of audit purpose.
- Examination of the financial statement and the auditor's report thereon.

**Composition**

The Audit Committee comprised one executive & two non-executive independent directors. There were 4 meetings of the Committee during the year.

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

**29th May 2014, 31st July 2014, 7th November 2014 and 5th February 2015.**

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	4
Sanjeev Jain	Chairman	4
Jyoti Mehta	Member	2

**Internal Controls**

The Company has appointed a Firm of Chartered Accountants as Internal Auditors to review and report on the Internal Control Systems of the Company. The report of the Internal Auditors is reviewed by the Audit Committee. The Audit Committee formulates a detail plan to the Internal Auditors for the year and the same is reviewed at the Audit Committee meetings. The Internal Auditors submit their recommendation to the Audit Committee and provides a road map for the future action.

**(b) STAKE HOLDERS RELATIONSHIP COMMITTEE**

The Board has constituted Stakeholders Relationship Committee in accordance with the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms of reference of Shareholder's/Investor's Grievance (SIG) Committee was conferred on the Stakeholders Relationship Committee and consequently, the SIG Committee was dissolved.

*Committee meets twice in the year.*

**Name and designation of Compliance Officer:**

Mr. Sanjay Jain, Director is the Compliance officer of the Company.

Investor's service:

No. of Complaints/Correspondence received during the year ended March 31, 2015	:	Nil
No. of Complaints resolved to the Satisfaction of shareholders during the year	:	Nil
No. of pending Share transfers as on 31 <sup>st</sup> March 2015	:	Nil

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

**31<sup>st</sup> July 2014, and 7<sup>th</sup> November 2014.**

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Kumar Sharma	Member	2
Jyoti Mehta	Chairman	1
Sanjeev Jain	Member	2

**(C) REMUNERATION AND COMPENSATION COMMITTEE**

Remuneration Committee consists of three directors – Mr. Sanjay Jain, Mrs. Jyoti Mehta and Mr. Sanjeev Jain is chaired by Mr. Sanjeev Jain

The functions of the Remuneration Committee include recommendation of appointments to the Board, evaluation of the performance of the staff and also remuneration to the staff.

Committee meets once in the year.

The details of composition of the Committee, dates, and attendance at its meetings are given below:

Date of meeting:

29<sup>th</sup> May 2014.

The attendance during the current year is as under:

Name of Members	Categories of Directorship	Meetings Attended
Sanjay Jain	Member	1
Jyoti mehta	Member	1
Sanjeev Jain	Chairman	1

**8. AFFIRMATION AND DISCLOSURES:****a. Compliance with Governance frame work**

The Company is in Compliance with all mandatory requirements of clause 49 & 54 of the Listing Agreement. In addition, the Company has also adopted the non-mandatory requirements of constitution of the remuneration and nomination committee and tenure of office of Independent Directors.

**b. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large**

There are no materially significant related party transactions made by the Company with its Promoters, their subsidiaries, Directors, Senior Management, or relatives etc., which may have potential conflict with the interests of the Company at large.

Transaction with related parties as per requirements of accounting standard (AS) 18 'Related Party Disclosures' are disclosed in the financial statements in the Annual Report.

**c. Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the financial statements.

**d. Risk Management**

Business risk evaluation and management is an ongoing process with the Company. The assessment is periodically examined by the Board.

**e. SEBI/Stock Exchange Compliance**

The Company has applied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any Statuary Authority for non-compliance of any matter related to the Capital Markets during the last three years.

**f. Non-mandatory requirements**

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

**9. MEANS OF COMMUNICATION**

The Board of Directors of the Company approved and has taken on record the unaudited financial results within one month of close of quarter / half year and has communicated these and annual results to all the Stock Exchanges where the shares of the Company are listed and also published the same in the "Money Maker" in English "Dainik Mahalaxmi Bhagyodaya" in Hindi.

**10. SHAREHOLDER'S INFORMATION**

The Company is registered in the National Capital Territory of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the MCA is L65993DL1987PLC028669.

i. AGM Date, time and venue	24th September, 2015, 10.00 A.M. Rajhans Banquet Hall, Qutab Road, Delhi-110039.
ii. Financial Calender Year	2015-16
First Quarter results	
Half Yearly Results	Before 14th August 2015
Third Quarter results	Before 14th November 2015
Results for the year	Before 14th February 2016
Ending March 2016	Before 30th May 2016
iii. Dates of Book Closure	18th September, 2015 to 24th September, 2015. (Both days inclusive)
iv. Listing on Stock Exchange	Bombay Stock Exchange Limited.
v. Stock Code	530167
Bombay Stock Exchange Limited.	

**11. SHARE DETAILS**

Listed at: Bombay Stock Exchange Ltd.

The company has paid the listing fees for the financial years 2014-15 & 2015-16 to the above said stock exchange.

Stock Code:

Stock Exchange	Stock Code	ISIN No. of Equity Shares
BSE	530167	INE153K01018

**12. Market Price Data:** The High and Low prices of the shares of the company at Bombay Stock Exchange Ltd., (BSE) for the year ended March 31, 2015 is as under.

Month	High (Rs.)	Low (Rs.)
April, 2014	7.35	7.00
May, 2014	7.66	7.00
June, 2014	8.40	7.60
July, 2014	7.61	7.25
August, 2014	7.50	7.50
September, 2014	7.50	7.45
October, 2014	7.55	6.95
November, 2014	7.70	7.30
December, 2014	8.45	7.70
January, 2015	8.25	7.70
February, 2015	8.50	8.30
March, 2015	8.71	8.30

**13. Nomination Facility:**

The Companies Act, 2013, has provided for a nomination facility to the Shareholders of the Company. The Company is pleased to offer the facility of nomination to Stakeholders and Shareholders may avail this facility by sending the duly completed Form to the registered office of the Company / Registrar and Transfer Agent of the Company in case the shareholding is in physical form.

**14. Share Transfer System:**

Stake Holders Relationship Committee meets and approves share transfers. Sky Line Financial Services Pvt. Ltd, Company's Registrar & Share Transfer Agents process these transfers. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respect.

**15. Registrar and Transfer Agents:**

The Company has appointed a Registrar for dematerialisation (Electronic Mode) and physical transfer of shares whose detail is given below:

M/s Sky Line Financial Services Pvt. Ltd,  
D-153/A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi-110020.

**16. Distribution of the shareholding as on 31<sup>st</sup> March 2015**

Range	No. of Share Holders	% of Share Holders	No. of Shares	% of Share Holding
1-500	2973	82.95	547754	17.93
501-1000	271	7.56	226660	7.42
1001-2000	126	3.52	202180	6.62
2001-3000	110	3.07	271893	8.90
3001-4000	12	0.33	43000	1.41
4001-5000	48	1.34	224800	7.36
5001-10000	20	0.56	147600	4.83
10001 & above	24	0.67	1390913	45.53
<b>Total</b>	<b>3584</b>	<b>100</b>	<b>3054800</b>	<b>100</b>

**17. Categories of Shareholders as on 31<sup>st</sup> March 2015.**

Category.	No. of Shares Held	% of Shareholding
Promoters	1039250	34.02
Others (Individuals/ Corporate Bodies)	2015550	65.98

**18. Location and time of General Meetings held in last three years**

Year	AGM/EGM	Location	Date	Time
2013-14	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	04/09/2014	10.00 A.M.
2012-13	AGM	Rajhans Banquet Hall, Qutab Garh, Delhi.	25/07/2013	10.00 A.M.
2011-12	AGM	C-81, Sector-1, Bawana, Delhi.	19/07/2012	10.00 A.M.

**19. Dematerialisation of shareholding and liquidity**

As on 31 March, 2015, 39.72% of the total paid-up equity capital was held in dematerialised form. The Company has entered into

agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer shareholders the option to dematerialize their shares with these depositories. The ISIN number of the Company's shares in demat form is INE153K01018.

**20. Designated exclusive e-mail id:**

The Company has designated an e-mail id "moongipac@gmail.com" exclusive for Shareholders and Investors to correspond with the Company.

**21. ADDRESS FOR CORRESPONDENCE**

The Shareholders may address their communication/suggestions/grievances/queries relating to the shares of the Company to:

The Compliance Officer

Moongipa Capital Finance Limited

Investors Services

Registered Office :-18/14, W.E.A., Pusa Lane, Karol Bagh, New Delhi-110005.

Tel No. - 011-41450121 Fax - 011-41450122

E-mail - moongipac@gmail.com.

For & On behalf of the Board

Chairman

Place: New Delhi

Date: 30-05-2015

**AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

We have examined the compliance of conditions of corporate governance by Moongipa Capital Finance Limited for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Saxena & Saxena  
Chartered Accountants  
(Firm Regn. No. 006103N)

D.K. Saxena  
Partner  
M. No.82118

Place: New Delhi

Date: 30-05-2015



**INDEPENDENT AUDITORS' REPORT**

TO

THE MEMBERS OF MOONGIPA CAPITAL FINANCE LIMITED

**Report on the financial statements**

We have audited the accompanying financial statements of Moongipa Capital Finance Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statement.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigations which would impact its financial position
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For Saxena & Saxena  
Chartered Accountants  
(Firm Regn. No. 006103N)

D.K. Saxena  
Partner  
M. No. 082118

Place: New Delhi  
Date: 30-05-2015



**Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. The Company is engaged in the business of financing activity. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- iii. (a) The company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, the question of reporting whether the receipt of principal and interest are regular and, whether reasonable steps for recovery of over-dues of such loans are taken does not arise.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service

tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
- (c) According to the records of the company, there are no dues of sales tax/ income tax/value added tax/customs duty/ wealth-tax, excise duty/cess which have not been deposited on account of any dispute.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and but incurred cash losses in the immediately preceding financial year.
- ix. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company did not have any term loans outstanding during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Saxena & Saxena  
Chartered Accountants  
(Firm Regn. No. 006103N)

Place: New Delhi  
Dated: 30/05/2015

DK Saxena  
Partner  
M. No. 082118



**BALANCE SHEET AS AT 31ST MARCH, 2015**

Amount in (₹)

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	30,548,000	30,548,000
(b) Reserves and Surplus	2	5,118,524	4,952,762
		<b>35,666,524</b>	<b>35,500,762</b>
<b>Non-Current Liabilities</b>			
(a) Long-term Provisions	3	50,000	45,000
		50,000	45,000
<b>Current Liabilities</b>			
(a) Short-term Borrowings	4	522,752	2,613,309
(b) Other Current Liabilities	5	131,326	282,166
(c) Short-term Provisions	6	101,509	37,546
		<b>755,587</b>	<b>2,933,021</b>
<b>TOTAL</b>		<b>36,472,111</b>	<b>38,478,783</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	7	379,023	657,565
(b) Non-current Investments	8	9,324,282	8,768,715
(c) Deferred Tax Assets (Net)	9	23,866	31,850
(d) Long-term Loans and Advances	10	1,803,625	1,895,189
		<b>11,530,796</b>	<b>11,353,319</b>
<b>Current Assets</b>			
(a) Trade Receivables	11	22,610,902	15,018,792
(b) Cash and Cash Equivalents	12	1,947,719	10,676,049
(c) Other Current Assets	13	382,694	1,430,623
		<b>24,941,315</b>	<b>27,125,464</b>
<b>TOTAL</b>		<b>36,472,111</b>	<b>38,478,783</b>
Significant Accounting Policies & Notes to Accounts	19		

In terms of our report attached.

For Saxena & Saxena For and on behalf of the Board of Directors  
Chartered Accountants  
(Firm Regn No. 006103N)

D.K. Saxena  
Partner  
(M No. 082118)

Sanjay Jain  
Director

Shyam Kumar Sharma  
Whole-Time Director

Place: New Delhi  
Date: 30-05-2015

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015**

Amount in (₹)

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
Revenue from Operations	14	5,819,654	4,394,596
Other Income	15	757,923	1,019,983
<b>Total revenue (1+2)</b>		<b>6,577,577</b>	<b>5,414,579</b>
<b>Expenses</b>			
(a) Employee Benefits Expense	16	3,808,444	3,387,872
(b) Finance Cost	17	213,660	261,842
(c) Depreciation and Amortisation Expense	7	230,052	171,357
(d) Other Expenses	18	1,819,182	1,938,936
<b>Total Expenses</b>		<b>6,071,338</b>	<b>5,760,007</b>
<b>Profit/(Loss) before exceptional and extraordinary items &amp; Tax</b>		506,239	(345,428)
<b>Less Tax Expense:</b>			
(a) Current Tax Expense		257,203	121,499
(b) Deferred Tax		7,984	(15,359)
		<b>265,187</b>	<b>106,140</b>
<b>Profit/(Loss) for the year</b>		<b>241,051</b>	<b>(451,568)</b>
<b>Earnings per share (of ₹ 10/- each):</b>			
(a) Basic & Diluted	19	0.08	(0.15)
Significant Accounting Policies & Notes to Accounts			

For Saxena & Saxena For and on behalf of the Board of Directors  
Chartered Accountants  
(Firm Regn No. 006103N)

D.K. Saxena  
Partner  
(M No. 082118)

Sanjay Jain  
Director

Shyam Kumar Sharma  
Whole-Time Director

Place: New Delhi  
Date: 30-05-2015



NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2015

NOTE 1: SHARE CAPITAL

Amount in (₹)

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs.10 each with voting rights	4,000,000	40,000,000.00	4,000,000	40,000,000.00
(b) Issued, Subscribed and fully paid up Equity shares of Rs.10 each with voting rights	3,054,800	30,548,000.00	3,054,800	30,548,000.00
<b>TOTAL</b>	<b>3,054,800</b>	<b>30,548,000.00</b>	<b>3,054,800</b>	<b>30,548,000.00</b>

Refer Notes (i) to (ii) below:

Reconciliation of Number of Shares at the End & at the Beginning of the Year

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	Amount	Number of shares	Amount
Opening Balance	3,054,800	30,548,000.00	3,054,800	30,548,000.00
Add: Fresh Issue	-	-	-	-
Less: Buy Back of Shares	-	-	-	-
Closing Balance of Shares	3,054,800	30,548,000.00	3,054,800	30,548,000.00
<b>TOTAL</b>	<b>3,054,800</b>	<b>30,548,000.00</b>	<b>3,054,800</b>	<b>30,548,000.00</b>

Details of Shareholders holding More than 5% of Shares

Name of Share holder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares	% of Holding	Number of shares	% of Holding
Sanjay Jain	257,450	8.43%	257,450	8.43%
<b>TOTAL</b>	<b>257,450</b>	<b>8.43%</b>	<b>257,450</b>	<b>8.43%</b>

NOTE 2: RESERVES AND SURPLUS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	4,952,762	5,404,330
Add: Profit / (Loss) for the year	241,051	(451,568)
Less: Transitional Depreciation	75,290	-
Closing balance	5,118,524	4,952,762
<b>TOTAL</b>	<b>5,118,524</b>	<b>4,952,762</b>

NOTE 3: LONG TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Provision for Gratuity	50,000	45,000
<b>TOTAL</b>	<b>50,000</b>	<b>45,000</b>

NOTE 4: SHORT-TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
(a) Loans repayable on demand		
From banks		
Secured ( Over Draft Account)	522,752	2,613,309
(Against pledged fixed deposit)		
<b>TOTAL</b>	<b>522,752</b>	<b>2,613,309</b>

NOTE 5: OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Expenses Payable	131,326	282,166
<b>TOTAL</b>	<b>131,326</b>	<b>282,166</b>

NOTE 6: SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Provision of Income Tax	44,390	-
Provision for Standard Assets	57,119	37,546
<b>TOTAL</b>	<b>101,509</b>	<b>37,546</b>



NOTE 7 FIXED ASSETS

Amount in ₹

A. Tangible assets	Gross block			Accumulated Depreciation					Net block		
	Balance as at 1 April, 2014	Additions	Disposals	Balance as at 31 March, 2015	As at 1 April, 2014	For the Year	On disposal	Transitional Depreciation	As at 31 March, 2015	As at 31 March, 2015	As at 31 March, 2014
(a) Furniture and Fixtures	168,463			168,463	160,228	1,071	-		161,299	7,164	8,235
(b) Vehicles	1,490,660	-	-	1,490,660	1,126,375	121,095	-		1,247,470	243,190	364,285
(c) Office equipment	554,385	26,800		581,185	281,055	107,886	-	75,290	464,231	116,954	273,330
(d) Computer	417,716			417,716	406,001	0	-		406,001	11,715	11,715
<b>Total</b>	<b>2,631,224</b>	<b>26,800</b>	<b>-</b>	<b>2,658,024</b>	<b>1,973,659</b>	<b>230,052</b>	<b>-</b>	<b>75,290</b>	<b>2,279,001</b>	<b>379,023</b>	<b>657,565</b>
Previous year	2,561,574	69,650		2,631,224	1,802,301	171,357			1,973,659	657,565	759,273

NOTE 8: NON-CURRENT INVESTMENTS

Amount in ₹

Particulars	As at 31 March, 2015	As at 31 March, 2014
<b>Investment in Equity Instruments</b>		
<b>Un-Quoted Investments</b>		
Moongipa Securities Limited		
8,10,725 Equity Shares (P.Y. 8,10,725 Equity Shares) of Rs. 10/- Each	8,173,472	8,173,472
Smc Global Securities Ltd		
39,000 Equity Shares (P.Y. 3,900 Equity Shares @ Rs. 10/- each) of Rs. 2/- Each	39,000	39,000
<b>Quoted Investments</b>		
Gtn Industries Ltd.		
10,009 Equity Shares (P.Y. 10,009 Equity Shares) of Rs. 10/- Each	168,010	168,010
Ang Auto Ltd.		
3,009 Equity Shares (P.Y. 3,009 Equity Shares) of Rs. 10/- Each	143,770	143,770
Women Network Ltd.		
1,700 Equity Shares (P. Y. 1,700 Equity Shares) of Rs. 10/- Each	17,000	17,000
IFCI Ltd.		
5,000 Equity Shares (P. Y. 10,000 Equity Shares) of Rs. 10/- Each	108,946	227,464
Hindustan Unilever Ltd.		
500 Equity Shares of Rs. 1/- Each	316,727	-
Zee Entertainment		
9 Equity Shares of Rs. 1/- Each	2,629	-
The Tata Power Co. Ltd.		
1000 Equity Shares of Rs. 1/- Each	86,673	-
Sanjivini Paran		
10000 Equity Shares of Rs. 10/- Each	203,961	-
Jindal Stainless Steel		
2000 Equity Shares of Rs. 2/- Each	64,095	-
<b>TOTAL</b>	<b>9,324,282</b>	<b>8,768,715</b>
Less: Provision for diminution in value of investments (Refer Note No. 32)		
<b>TOTAL</b>	<b>9,324,282</b>	<b>8,768,715</b>
Aggregate Cost of Un-Quoted Shares	8,212,472	8,212,472
Aggregate Cost of Quoted Shares	1,111,810	556,243
Aggregate market value of Quoted Investments	1,121,079	305,931



**NOTE 9: DEFERRED TAX ASSETS**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Opening Balance	31,850	16,491
Add : Created During the Year	-	15,359
Less: Reversal During the Year	7,984	-
Closing Balance	23,866	31,850
<b>TOTAL</b>	<b>23,866</b>	<b>31,850</b>

**NOTE 10: LONG-TERM LOANS AND ADVANCES**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
(i) Loans and Advances recoverable in Cash or kind Unsecured, considered good	1,803,625	1,803,625
(ii) Income Tax Refund		91,564
<b>TOTAL</b>	<b>1,803,625</b>	<b>1,895,189</b>

**NOTE 11: TRADE RECEIVABLES**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	22,610,902	15,018,792
Doubtful	1,702,500	1,465,800
	24,313,402	16,484,592
Less: Provision for doubtful trade receivables	1,702,500	1,465,800
	22,610,902	15,018,792
<b>TOTAL</b>	<b>22,610,902</b>	<b>15,018,792</b>

**NOTE 12: CASH AND CASH EQUIVALENTS**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
(a) Cash in hand	47,255	178,544
(b) Balances with banks		
(i) In current accounts	50,464	32,505
(ii) In deposit accounts with maturity of More than 12 Months	1,850,000	10,465,000
<b>TOTAL</b>	<b>1,947,719</b>	<b>10,676,049</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	97,719	211,049

**NOTE 13: OTHER CURRENT ASSETS**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	₹	₹
Interest accrued on deposits	382,704	1,430,623
<b>TOTAL</b>	<b>382,704</b>	<b>1,430,623</b>

**NOTE 14: REVENUE FROM OPERATIONS**

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
Other Operating Income		
(a) Interest Income	5,819,654	4,394,596
<b>TOTAL</b>	<b>5,819,654</b>	<b>4,394,596</b>

**NOTE 15: OTHER INCOME**

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
(a) Profit on Sale of Short Term Shares	30,539	(169,409)
(b) Profit on Sale of Long Term Shares	77,414	-
(c) Interest on F.D.R	611,674	1,166,934
(d) Dividend Income	33,920	19,360
(e) Interest on Income Tax Refund	4,376	3,098
<b>TOTAL</b>	<b>757,923</b>	<b>1,019,983</b>

**NOTE 16: EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
(a) Salaries and wages	3,493,328	3,198,594
(b) Provision for Gratuity	5,000	5,000
(c) Staff welfare expenses	310,116	184,278
<b>TOTAL</b>	<b>3,808,444</b>	<b>3,387,872</b>

**NOTE 17: FINANCE COST**

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
(a) Interest expense on:		
(i) Over Draft Facility	213,660	261,842
<b>TOTAL</b>	<b>213,660</b>	<b>261,842</b>



## NOTE 18: OTHER EXPENSES

Particulars	Amount in ₹	
	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
Rates and taxes	44,554	44,554
Communication	28,869	33,232
Travelling and conveyance	228,732	299,718
Insurance - vehicle	12,920	26,858
Printing and stationery	164,367	154,348
Business promotion	112,729	24,314
Legal and professional	108,068	38,764
Listing Fees	131,595	30,269
Payments to auditors	28,090	28,090
Vehicle running and maintenance	212,432	215,291
Provision for doubtful trade and other receivables	256,273	494,633
Sundry repairs and maintenance	207,059	339,456
Miscellaneous expenses	283,494	209,409
<b>TOTAL</b>	<b>1,819,182</b>	<b>1,938,936</b>

SIGNIFICANT ACCOUNTING POLICIES & NOTES  
TO ACCOUNTS FOR THE YEAR 2014-2015

## Corporate information

The company is carrying on the business of financing activity. The principal place of business of the company is the same as registered office of the company.

## A. Significant Accounting Policies

## 1. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. The company follows the directions prescribed by the Reserve bank of India for Non Banking Financial Companies.

## 2. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

## 3. Non Performing Assets

Income recognition, assets classification, and provisioning in respect of NPA have been done in accordance with RBI directives.

## 4. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 5. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## 6. Depreciation and amortisation

Depreciation has been provided on the written down value method as per the rates prescribed in Schedule II to the Companies Act, 2013 and are on pro-rata basis with respect to the date of addition/ installation/its put to use

## 7. Revenue recognition

- Income is accounted on accrual basis except for dividend income which is accounted on receipt basis.
- Further Interest income on NPA accounts are accounted for on realization basis as per RBI Guideline.

## 8. Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

## 9. Investments

Long-term investments are carried individually at cost. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties. Any permanent diminution in the value in recognized in accounts.

## 10. Employee benefits

- The company has only few employees and the provision for gratuity has been made on estimated basis as per the payment of Gratuity Act 1971 but not on actuarial basis.

## 11. Segment reporting

The company is involved in the business of Financing activity only as such there is only one reportable segment. Further the company is operating in India only. Therefore, the reporting requirements as prescribed under AS-17 are not applicable.

## 12. Taxes on income

Current tax is determined with respect to the income calculated in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.



**13. Deferred Tax**

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

**14. Impairment of assets**

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use.

**15. Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes.

**B. Notes to Accounts.**

**19. Contingent Liabilities**

(a) As on 31st March 2015, contingent liabilities not provided for in the books of accounts is Rs. NIL (Previous Rs. NIL)

- 20. Claims against the Company not acknowledged as Debts – Rs. Nil (Previous Year Rs. Nil).
- 21. Pending Capital Commitments remaining to be executed – Rs. Nil (Previous Year Rs. Nil).
- 22. Company has filed suits for recovery of Rs.1,702,500 from various trade debtor in district of Delhi which are pending for Disposal as on 31st March 2015. However, Keeping in mind the recovery of balance Management of the Company has classified the said receivables as doubtful and provision has been made accordingly.
- 23. Auditor's Remuneration.

S. No.	Particulars	For the Year 2014-2015	For the Year 2013-2014
1	Audit Fees	25,000.00	25,000.00
	Service Tax	3,090.00	3,090.00
	<b>Total</b>	<b>28,090.00</b>	<b>28,090.00</b>

- 24. Managerial Remuneration Rs.2,65,000 (Previous Year Rs. 2,04,000)
- 25. Based on the Information received from all the vendor regarding their statues under Micro, Small & Medium Enterprises

Developments Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid / payable under this Act on the basis of the information available with the company is Rs. Nil.

**26. Foreign Exchange Transaction**

Amount (₹)

	2015	2014
Expenditure in Foreign Currency	NIL	NIL
Earning in Foreign Currency	NIL	NIL

27. The company has not proposed any dividend to be distributed to Equity Shareholders for the period 1st April, 2014 to 31st March, 2015. (Previous year Rs. Nil).

28. Value of Imports Calculated on CIF Basis Rs. Nil (Previous Year Rs. Nil)

**29. Earnings Per Share**

Amount in (₹)

Particulars		2015	2014
Net Profit After Tax Profit for the Year	Rs.	2,41,051	(451,568)
Profit/(Loss) Attributable to Equity Shareholders	Rs.	2,41,051	(451,568)
Weighted Average Number of Equity Shares	No.	30,54,800	30,54,800
Nominal Value Per Share	Rs.	10	10
Basic/Diluted Earnings Per Share	Rs.	0.08	(0.15)

**30. Related Party Transactions**

- 1. Following are the related parties
  - a. Key Management Personnel (KMP)
    - Mr. Sanjay Jain (Director)
    - Mr. Shyam Kumar Sharma (Whole Time Director)
  - b. Enterprises Significantly Influenced by KMP & their Relatives
    - Moongipa Securities Limited

Amount in (₹)

Transactions	Salary Amount	Relatives of Directors	Enterprises Significantly Influenced	Total
Salary to Mrs. Pooja Jain	2,88,000.00	Sh. Sanjay Jain	—	2,88,000.00

31. As per the Notification No. S.O. 447 (E) dated 28.02.2011 read with amendment Notification S.O.653 (E) dated 30.03.2011 issued by ministry of corporate affairs, financial Statements of the company for the financial year ended on 31<sup>st</sup> March, 2015 & Previous year ended on 31<sup>st</sup> March, 2014 have been prepared/ redrafted according to provisions set out in the Revised Schedule VI of Companies Act, 1956.

32. Notes no. 1 to 31 form an integral part of the Financial Statements for the year ended on 31<sup>st</sup> March, 2015

For Saxena & Saxena For and on behalf of the Board of Directors  
Chartered Accountants  
(Firm Regn No. 006103N)

D.K. Saxena Partner (M No. 082118) Sanjay Jain Director Shyam Kumar Sharma Whole-Time Director

Place: New Delhi  
Date: 30-05-2015





SCHEDULE

As required in terms of Paragraph 9BB of NBFC Prudential Norms (Reserve Bank) Directions, 1998

(₹ in Lakhs)

Particulars	Amount Outstanding	Amount Overdue
<b>Liabilities side:</b>		
<b>1. Loans and advances availed by the NBFCs</b>		
(a) Debentures : Secured	-	-
Unsecured	-	-
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowings	-	-
(e) Commercial paper	-	-
(f) Public Deposits	-	-
(g) Other loans (specify nature) Lease Deposits	-	-
(h) Bank Borrowing	5.23	-
<b>2. Break-up of 1 (f) above (Outstanding public deposits)</b>		
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-

(₹ in Lakhs)

Particulars	Amount Outstanding
<b>Assets side:</b>	
<b>3. Break-up of Loans and Advances including bills receivables (other than those included in (4) below):</b>	
(a) Secured	-
(b) Unsecured (including Advance for Business Assets)	244.15
<b>4. Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL / HP activities:</b>	
(i) Lease assets including lease rentals under sundry debtors	
(a) Financial lease	-
(b) Operating Lease	-
(ii) Net Stock on hire including hire charges under sundry debtors	
(a) Assets on hire	-
(b) Repossessed Assets	-
(iii) Hypothecation loans counting towards EL/HP activities:	
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	-



(₹ in Lakhs)

Particulars	Cost	Market Value
<b>5. Break-up of Investments:</b>		
Current Investments:		
1. Quoted:	-	-
2. Unquoted:		
(i) Preference Shares	-	-
(ii) Units of mutual funds	-	-
Long term Investments:		
1. Quoted:		
(i) Equity Shares	11.12	11.21
(ii) Debentures and Bonds	-	-
(iii) Government Securities	-	-
2. Unquoted:		
(i) Equity Shares	82.12	82.12
(ii) Government Securities	-	-
(iii) Units of mutual funds	-	-
<b>TOTAL</b>	<b>93.24</b>	<b>93.33</b>

\* Unquoted Investments disclosed at break up / fair value/NAV

**6. Borrower group-wise classification of all assets, stock-on-hire and loans and advances:**

(₹ in Lakhs)

Category	Amount net of provisions		
	Secured	Unsecured	Total
<b>1. Related Parties **</b>			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
<b>2. Other than related parties</b>	-	244.15	244.15
<b>TOTAL</b>	-	<b>244.15</b>	<b>244.15</b>

**7. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)**

(₹ in Lakhs)

Category	Market Value Break up or fair value or NAV	Book Value (Net of Provisions)
<b>1. Related Parties **</b>		
(a) Subsidiaries	-	-
(b) Companies in the same group	81.73	81.73
(c) Other related parties	-	-
<b>2. Other than related parties</b>	11.21	11.51
<b>TOTAL</b>	<b>92.94</b>	<b>93.24</b>

\*\* As per Accounting Standard

**8. Other Information**

(₹ in Lakhs)

Particulars	Amount	
<b>(i) Gross Non-Performing Assets</b>		
(a) Related Parties	-	-
(b) Other than related parties	-	17.02
<b>(ii) Net Non-Performing Assets</b>		
(a) Related Parties	-	-
(b) Other than related parties	-	-
<b>(iii) Assets acquired in satisfaction of debt (during the year)</b>	-	-



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2015**

Amount in (₹)

Particulars	For the year ended 31 March, 2015		For the year ended 31 March, 2014	
<b>A. Cash flow from operating activities</b>				
Net Profit/(Loss) before extraordinary items and tax		506,239		(345,428)
<b>Adjustments for:</b>				
Depreciation written off during the year	230,052		171,357	
Finance costs	213,660		261,842	
Interest income	(611,674)		(1,166,934)	
Dividend Income	(33,920)		(19,360)	
Provision for Gratuity	5,000		5,000	
Loss/(Profit) on sale of shares	(107,953)		169,409	
		(304,835)		(578,686)
<b>Operating profit / (loss) before working capital changes</b>		<b>201,404</b>		<b>(924,114)</b>
<b>Changes in working capital:</b>				
<b>Adjustments for increase/(decrease) in operating assets:</b>				
Other Current Assets	-		44,214	
Trade Receivables	(7,592,110)		670,250	
<b>Adjustments for increase/(decrease) in operating liabilities:</b>				
Other current liabilities	(2,130,249)		(405,955)	
		(9,722,359)		308,509
Cash generated from operations		(9,520,955)		(615,605)
Net income tax (paid)/refunds		(212,813)		(128,304)
<b>Net cash flow from/(used in) operating activities (A)</b>		<b>(9,733,768)</b>		<b>(743,909)</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(26,800)		(69,650)	
Purchase of Investments/FDR	(674,084)		(227,464)	
Sale of FDR	8,615,000			
Proceeds from sale of long-term investments	195,931		215,582	
Proceeds from sale of short-term investments	30,539			
Dividend Received	33,920		19,360	
Interest received	1,659,593		1,198,871	
		9,834,098		1,135,645
<b>Net cash flow from/(used in) investing activities (B)</b>		<b>9,834,098</b>		<b>1,135,645</b>
<b>C. Cash flow from financing activities</b>				
Interest on short term borrowings	(213,660)		(261,842)	
Increase/(Decrease) in bank borrowings		(213,660)		(261,842)
<b>Net cash flow from/(used in) financing activities (C)</b>		<b>(213,660)</b>		<b>(261,842)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(113,330)</b>		<b>129,894</b>
Cash and cash equivalents at the beginning of the year		211,049		81,154
<b>Cash and cash equivalents at the end of the year</b>		<b>97,719</b>		<b>211,049</b>
<b>Net (Outflow)/Inflow of Cash</b>		<b>(113,330)</b>		<b>129,895</b>

As per our report of even date attached

For SAXENA & SAXENA  
Chartered Accountants  
(Firm Regn. No.006103N)

D.K. Saxena  
Partner  
(M No. 082118)

Place : New Delhi  
Dated : 30/05/2015

For and on behalf of the Board of Directors

Sanjay Jain  
Director

Shyam Kumar Sharma  
Whole-Time Director

**MOONGIPA CAPITAL FINANCE LIMITED**

**(CIN:L65993DL1987PLC028669)**

Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005.

Tel.: 011-41450121 Fax: 011-41450122 www.mongipa.com E-mail: moongipac@gmail.com

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**28<sup>th</sup> Annual General Meeting – 24<sup>th</sup> September 2015**

Name of Member(s):

Registered Address:

Email:

DP ID:

Folio No./ Client ID No.:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or falling him/her

2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

or falling him/her

3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28<sup>th</sup> Annual General Meeting** of the company to be held on Thursday, 24<sup>th</sup> September, 2015 at 10.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 and at any adjournment thereof in respect of such resolutions as are indicated below:

**MOONGIPA CAPITAL FINANCE LIMITED**

(CIN:L65993DL1987PLC028669)

Regd.Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005

Resolution No.	Resolution	Vote (Optional see Note 3) (Please mention number of shares)		
		For	Against	Abstain

**Ordinary Business**

1	To Receive, Consider, and Adopt the Audited Balance Sheet of the company as at 31st March 2015 and the statement of Profit & Loss Account for the year ended on that date and alongwith Report of the Board of Directors and Auditors thereon.			
2	To appoint director in place of Sh. Shyam Kumar Sharma (DIN: 00097065), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.			
3	To ratify appointment of M/s Saxena & Saxena, Chartered Accountants (FRN: 006103N) as Statutory Auditors of the Company in accordance with the resolution passed by the members at the 27th Annual General Meeting held on 4th September 2014 and to authorise the Board of Directors to fix their remuneration.			

**Special Business**

4	Appointment of Ms. Preeti Srivastava (DIN : 07035595) as Independent director of Company pursuant to the provisions of section 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.			
5	Appointment of Mr. Shameem Alam (DIN: 07139831) as Independent director of Company pursuant to the provisions of section 149,150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.			
6	Revision in salary of Mrs. Pooja Jain, Relative of Directors holding office or place of profit.			

Signed this.....day of.....2015.

Signature of Member .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp
---------------------------

**Note:**

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or share holder.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes, please refer Notice of the **28<sup>th</sup> Annual General Meeting**.

GENERAL INFORMATION  
FOR THE 28<sup>th</sup> ANNUAL GENERAL MEETING  
2023

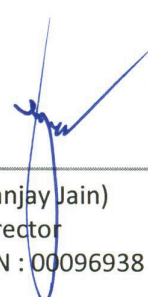

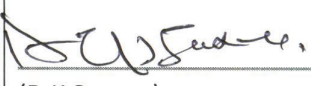


**MOONGIPA CAPITAL FINANCE LIMITED**  
Regd. Office: 18/14, W.E.A. Pusa Lane, Karol Bagh  
New Delhi - 110 005



# MOONGIPA CAPITAL FINANCE LTD.

## FORM A

Format of covering letter of the Annual Audit Report to be filed with the Stock Exchanges

1.	Name of the Company	Moongipa Capital Finance Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	NA
4.	Frequency of observation	NA
5.	Signed By:- <ul style="list-style-type: none"><li>• CEO/Director</li>          <li>• Auditor of the Company</li>          <li>• Audit Committee Chairman</li></ul>	<p> </p> <hr/> <p>(Sanjay Jain) Director DIN : 00096938</p> <p> </p> <hr/> <p>(D.K.Saxena) Partner M.No. 082118 Saxena &amp; Saxena Chartered Accountants</p> <p></p> <hr/> <p>(Sanjeev Jain) Audit Committee - Chairman</p>

(CIN : L65993DL1987PLC028669)

Regd. Office : 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi-110005. Ph. : 011-41450121, Fax : 011-41450122  
E-mail : moongipac@gmail.com, Website : www.moongipa.com